

**IN THE UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

-----X  
)  
In re: ) Chapter 11  
)  
DELPHI AUTOMOTIVE SYSTEMS LLC ) Case No. 05-44640 (RDD)  
)  
)  
)  
Debtor. )  
-----X

**NOTICE OF TRANSFER OF CLAIM  
PURSUANT TO FRBP RULE 3001(e)(2)**

1. TO: **SPCP GROUP, LLC** ("Transferor")  
Two Greenwich Plaza, 1<sup>st</sup> Floor  
Greenwich, CT 06830  
Attention: Brian Jarman  
Phone: (203) 542-4032  
Fax: (203) 542-4100  
bjarmain@silverpointcapital.com
2. Please take notice of the transfer, in the total amount of USD \$5,430,121.66 and CDN \$19,168.31, of your general unsecured claims against DELPHI AUTOMOTIVE SYSTEMS LLC, above, as evidenced by the Proof of Claim Nos. 14144, 14145, 14147 (attached in Exhibit A hereto), to:

**GOLDMAN SACHS CREDIT PARTNERS L.P.** ("Transferee")  
c/o Goldman, Sachs & Co.  
30 Hudson, 17<sup>th</sup> Floor  
Jersey City, NJ 07302  
Attn: Pedro Ramirez  
Telephone: (917) 343-8319  
Fax: (212) 428-1243  
pedro.ramirez@gs.com

An evidence of transfer of claim is attached hereto as Exhibit B. All distributions and notices regarding the transferred portion of the claim should be sent to the Transferee at the instructions attached in Exhibit C.

3. No action is required if you do not object to the transfer of your claim. However, **IF YOU OBJECT TO THE TRANSFER OF YOUR CLAIM, WITHIN 20 DAYS OF THE DATE OF THIS NOTICE, YOU MUST:**

-- **FILE A WRITTEN OBJECTION TO THE TRANSFER** with:

United States Bankruptcy Court  
Southern District of New York  
Attn: Clerk of Court  
Alexander Hamilton Custom House  
One Bowling Green  
New York, NY 10004-1408

-- **SEND A COPY OF YOUR OBJECTION TO THE TRANSFEREE.**

-- Refer to **INTERNAL CONTROL NO.** \_\_\_\_\_ in your objection and any further correspondence related to this transfer.

4. If you file an objection, a hearing will be scheduled. **IF YOUR OBJECTION IS NOT TIMELY FILED, THE TRANSFEREE WILL BE SUBSTITUTED FOR THE TRANSFEROR ON OUR RECORDS AS A CLAIMANT IN THIS PROCEEDING.**

CLERK

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**FOR CLERK'S OFFICE USE ONLY:**

This notice was mailed to the first named party, by first class mail, postage prepaid on \_\_\_\_\_, 2006.

INTERNAL CONTROL NO. \_\_\_\_\_

Copy: (check) Claims Agent \_\_\_\_ Transferee \_\_\_\_ Debtor's Attorney \_\_\_\_

\_\_\_\_\_  
Deputy Clerk

**EXHIBIT A**

**PROOF OF CLAIM**

**Nos. 14144, 14145, 14147**

# 14144

FORM B10 (Official Form 10) (04/05)

UNITED STATES BANKRUPTCY COURT <u>Southern</u> DISTRICT OF <u>New York</u>		<b>PROOF OF CLAIM</b>
Name of Debtor <u>Delphi Automotive Systems LLC</u>		Case Number <u>05-44640</u>
NOTE: This form should not be used to make a claim for an administrative expense arising after the commencement of the case. A "request" for payment of an administrative expense may be filed pursuant to 11 U.S.C. § 503.		
Name of Creditor (The person or other entity to whom the debtor owes money or property): <u>SPCP Group, LLC, as assignee of:</u> <u>Textron Fastening Systems Canada Ltd.</u>		<p>Claim #14144 USBC SDNY Delphi Corporation, et al. 05-44481 (RDD)</p> <p><b>Received</b></p> <p><b>AUG 09 2006</b></p> <p><b>Kurtzman Carson</b></p> <p>THIS SPACE IS FOR COURT USE ONLY</p>
Name and address where notices should be sent: <u>Two Greenwich Plaza, 1st Floor</u> <u>Greenwich, CT 06830</u> <u>Attn: Brian Jarman</u> <u>e-mail: bjarman@silverpointcapital.com</u> <u>Telephone number: (203) 542-4032</u>		
<input type="checkbox"/> Check box if you are aware that anyone else has filed a proof of claim relating to your claim. Attach copy of statement giving particulars. <input type="checkbox"/> Check box if you have never received any notices from the bankruptcy court in this case. <input checked="" type="checkbox"/> Check box if the address differs from the address on the envelope sent to you by the court.		
Account or other number by which creditor identifies debtor:		Check here <input type="checkbox"/> replaces if this claim a previously filed claim, dated: _____ <input type="checkbox"/> amends
<b>1. Basis for Claim</b> <input checked="" type="checkbox"/> Goods Sold / Services Performed <input type="checkbox"/> Customer Claim <input type="checkbox"/> Taxes <input type="checkbox"/> Money Loaned <input type="checkbox"/> Personal Injury <input type="checkbox"/> Other _____ <input type="checkbox"/> Retiree benefits as defined in 11 U.S.C. § 1114(a) <input type="checkbox"/> Wages, salaries, and compensation (fill out below) Last four digits of SS #: _____ Unpaid compensation for services performed from _____ to _____ (date) (date)		
<b>2. Date debt was incurred:</b>		<b>3. If court judgment, date obtained:</b>
<b>4. Total Amount of Claim at Time Case Filed:</b> \$ <u>1,174 Canadian</u> (unsecured) (secured) (priority) <u>1,174 Canadian</u> (Total) If all or part of your claim is secured or entitled to priority, also complete Item 5 or 7 below. <input type="checkbox"/> Check this box if claim includes interest or other charges in addition to the principal amount of the claim. Attach itemized statement of all interest or additional charges.		
<b>5. Secured Claim.</b> <input type="checkbox"/> Check this box if your claim is secured by collateral (including a right of setoff). Brief Description of Collateral: <input type="checkbox"/> Real Estate <input type="checkbox"/> Motor Vehicle <input type="checkbox"/> Other _____ Value of Collateral: \$ _____ Amount of arrearage and other charges at time case filed included in secured claim, if any: \$ _____		<b>7. Unsecured Priority Claim.</b> <input type="checkbox"/> Check this box if you have an unsecured priority claim Amount entitled to priority \$ _____ Specify the priority of the claim: <input type="checkbox"/> Wages, salaries, or commissions (up to \$10,000)* earned within 180 days before filing of the bankruptcy petition or cessation of the debtor's business, whichever is earlier - 11 U.S.C. § 507(a)(3). <input type="checkbox"/> Contributions to an employee benefit plan - 11 U.S.C. § 507(a)(4). <input type="checkbox"/> Up to \$2,225* of deposits toward purchase, lease, or rental of property or services for personal, family, or household use - 11 U.S.C. § 507(a)(6). <input type="checkbox"/> Alimony, maintenance, or support owed to a spouse, former spouse, or child - 11 U.S.C. § 507(a)(7). <input type="checkbox"/> Taxes or penalties owed to governmental units - 11 U.S.C. § 507(a)(8). <input type="checkbox"/> Other - Specify applicable paragraph of 11 U.S.C. § 507(a)(____). *Amounts are subject to adjustment on 4/1/07 and every 3 years thereafter with respect to cases commenced on or after the date of adjustment. \$10,000 and 180-day limits apply to cases filed on or after 4/20/05. Pub. L. 109-8.
<b>6. Unsecured Nonpriority Claims</b> <u>1,174 Canadian</u> <input checked="" type="checkbox"/> Check this box if: a) there is no collateral or lien securing your claim, or b) your claim exceeds the value of the property securing it, or if c) none or only part of your claim is entitled to priority.		<p>THIS SPACE IS FOR COURT USE ONLY</p>
<b>8. Credits:</b> The amount of all payments on this claim has been credited and deducted for the purpose of making this proof of claim.		
<b>9. Supporting Documents:</b> Attach copies of supporting documents, such as promissory notes, purchase orders, invoices, itemized statements of running accounts, contracts, court judgments, mortgages, security agreements, and evidence of perfection of lien. DO NOT SEND ORIGINAL DOCUMENTS. If the documents are not available, explain. If the documents are voluminous, attach a summary.		
<b>10. Date-Stamped Copy:</b> To receive an acknowledgment of the filing of your claim, enclose a stamped, self-addressed envelope and copy of this proof of claim		<p>THIS SPACE IS FOR COURT USE ONLY</p>
Date <u>7/28/06</u>	Sign and print the name and title, if any, of the creditor or other person authorized to file this claim (attach copy of power of attorney, if any): <u>Michael A. Gatto</u> Authorized Signatory	

Penalty for presenting fraudulent claim: Fine of up to \$500,000 or imprisonment for up to 5 years, or both.



054464006073100000000103

**EXHIBIT A TO  
ASSIGNMENT OF CLAIM**

**EVIDENCE OF TRANSFER OF CLAIM**

**TO: THE DEBTOR AND THE BANKRUPTCY COURT**

For value received, the adequacy and sufficiency of which are hereby acknowledged, **TEXTRON INC.** ("**Assignor**") hereby unconditionally and irrevocably sells, transfers and assigns to **SPCP GROUP, L.L.C.**, as agent for Silver Point Capital Fund, L.P. and Silver Point Capital Offshore Fund, Ltd., ("**Assignee**") all of its right, title, interest, claims and causes of action in and to, or arising under or in connection with, the accounts receivable of Assignor set forth on Exhibit B hereto in the aggregate amounts of US \$5,430,121.66 and CDN \$19,168.31 (the "**Assigned Claim**"), against Delphi Automotive Systems LLC, a wholly-owned subsidiary of Delphi Corp. ("**Debtor**"), the debtor-in-possession in Case No. 05-44481 (the "**Case**") under Chapter 11 of the Bankruptcy Code (11 U.S.C. § 101 et. seq.) (the "**Bankruptcy Code**") in the United States Bankruptcy Court for the Southern District of New York (the "**Bankruptcy Court**"), and any and all proofs of claim filed by Assignor with the Bankruptcy Court in respect of the foregoing claim.

Assignor hereby waives any objection to the transfer of the Assigned Claim to Assignee on the books and records of the Debtor and the Bankruptcy Court, and hereby waives to the fullest extent permitted by law any notice or right to a hearing as may be imposed by Rule 3001 of the Federal Rules of Bankruptcy Procedure, the Bankruptcy Code, applicable local bankruptcy rules or applicable law. Assignor acknowledges and understands, and hereby stipulates, that an order of the Bankruptcy Court may be entered without further notice to Assignor transferring to Assignee the foregoing claim and recognizing the Assignee as the sole owner and holder of the Assigned Claim. Assignor further directs the Debtor, the Bankruptcy Court and all other interested parties that all further notices relating to the Assigned Claim, and all payments or distributions of money or property in respect of claim, shall be delivered or made to the Assignee.

IN WITNESS WHEREOF, this Evidence of Transfer of Claim is executed on June 12, 2006

**TEXTRON INC.**

By: 

Name: John R. Curran

Title: Vice President - Mergers & Acquisitions

Copy of Exhibit B to Assignment of Claims Agreement FINAL.xls

**Textron Fastening Systems  
Delphi Bankruptcy Claim**

<u>Plant</u>	<u>Net Open-Invoices</u>
PFPD	1,101,037.66
Elco HQ (Logansport)	1,208,615.71
Stanfield (ACT)	33,859.28
Wythville (Amsco)	323,084.04
Decorah	106,301.89
Flexalloy	26,162.82
Ring Screw	811,060.83
Belvedere (Taplite)	972,733.57
Spencer (TEP)	454,076.27
Rochester (Torx)	393,189.59
<b>Total - US</b>	<b><u>\$ 5,430,121.66</u></b>
<b>Gananoque - CDN \$</b>	<b><u>19,168.31</u></b>

# 14145

FORM B10 (Official Form 10) (04/05)

UNITED STATES BANKRUPTCY COURT <u>Southern</u> DISTRICT OF <u>New York</u>		<b>PROOF OF CLAIM</b>
Name of Debtor <u>Delphi Automotive Systems LLC</u>		Case Number <u>05-44640</u>
NOTE: This form should not be used to make a claim for an administrative expense arising after the commencement of the case. A "request" for payment of an administrative expense may be filed pursuant to 11 U.S.C. § 503.		
Name of Creditor (The person or other entity to whom the debtor owes money or property): <u>SPLP Group, LLC, as assignee of:</u> <u>Textron Fastening Systems Canada Ltd.</u>		<p>Claim #14145 USBC SDNY Delphi Corporation, et al. 05-44481 (RDD)</p> <p><b>Received</b></p> <p><b>AUG 09 2006</b></p> <p><b>Kurtzman Carson</b></p> <p>THIS SPACE IS FOR COURT USE ONLY</p>
Name and address where notices should be sent: <u>Two Greenwich Plaza, 1st Floor</u> <u>Greenwich, CT 06830</u> <u>Attn: Brian Jarman</u> <u>e-mail: bjarman@silverpointcapital.com</u> <u>Telephone number: (203) 542-4032</u>		
<input checked="" type="checkbox"/> Check box if you are aware that anyone else has filed a proof of claim relating to your claim. Attach copy of statement giving particulars. <input type="checkbox"/> Check box if you have never received any notices from the bankruptcy court in this case. <input checked="" type="checkbox"/> Check box if the address differs from the address on the envelope sent to you by the court.		
Account or other number by which creditor identifies debtor:		Check here <input type="checkbox"/> replaces if this claim a previously filed claim, dated: _____ <input type="checkbox"/> amends
<b>1. Basis for Claim</b> <input checked="" type="checkbox"/> Goods Sold / Services Performed <input type="checkbox"/> Customer Claim <input type="checkbox"/> <b>Date Stamped Copy Returned</b> <input type="checkbox"/> Taxes <input checked="" type="checkbox"/> <b>No self addressed stamped envelope</b> <input type="checkbox"/> Money Loaned <input type="checkbox"/> <b>No copy to return</b> <input type="checkbox"/> Personal Injury <input type="checkbox"/> Other _____ <div style="display: flex; justify-content: space-between;"> <span>Retiree benefits as defined in 11 U.S.C. § 1114(a)</span> <span>Wages, salaries, and compensation (fill out below)</span> </div> <div style="display: flex; justify-content: space-between;"> <span>Last four digits of SS #: _____</span> <span>Unpaid compensation for services performed</span> </div> <div style="display: flex; justify-content: space-between;"> <span>from _____ to _____</span> <span>(date) (date)</span> </div>		
<b>2. Date debt was incurred:</b>		<b>3. If court judgment, date obtained:</b>
<b>4. Total Amount of Claim at Time Case Filed:</b> \$ <u>17,994 Canadian</u> (unsecured) (secured) (priority) <u>\$17,994 Canadian</u> (Total) If all or part of your claim is secured or entitled to priority, also complete Item 5 or 7 below. <input type="checkbox"/> Check this box if claim includes interest or other charges in addition to the principal amount of the claim. Attach itemized statement of all interest or additional charges.		
<b>5. Secured Claim.</b> <input type="checkbox"/> Check this box if your claim is secured by collateral (including a right of setoff). Brief Description of Collateral: <input type="checkbox"/> Real Estate <input type="checkbox"/> Motor Vehicle <input type="checkbox"/> Other _____ Value of Collateral: \$ _____ Amount of arrearage and other charges at time case filed included in secured claim, if any: \$ _____		<b>7. Unsecured Priority Claim.</b> <input type="checkbox"/> Check this box if you have an unsecured priority claim Amount entitled to priority \$ _____ Specify the priority of the claim: <input type="checkbox"/> Wages, salaries, or commissions (up to \$10,000)* earned within 180 days before filing of the bankruptcy petition or cessation of the debtor's business, whichever is earlier - 11 U.S.C. § 507(a)(3). <input type="checkbox"/> Contributions to an employee benefit plan - 11 U.S.C. § 507(a)(4). <input type="checkbox"/> Up to \$2,225* of deposits toward purchase, lease, or rental of property or services for personal, family, or household use - 11 U.S.C. § 507(a)(6). <input type="checkbox"/> Alimony, maintenance, or support owed to a spouse, former spouse, or child - 11 U.S.C. § 507(a)(7). <input type="checkbox"/> Taxes or penalties owed to governmental units - 11 U.S.C. § 507(a)(8). <input type="checkbox"/> Other - Specify applicable paragraph of 11 U.S.C. § 507(a)(____). <small>*Amounts are subject to adjustment on 4/1/07 and every 3 years thereafter with respect to cases commenced on or after the date of adjustment. \$10,000 and 180-day limits apply to cases filed on or after 4/20/05. Pub. L. 109-8.</small>
<b>6. Unsecured Nonpriority Claim</b> \$ <u>17,994 Canadian</u> <input checked="" type="checkbox"/> Check this box if: a) there is no collateral or lien securing your claim, or b) your claim exceeds the value of the property securing it, or if c) none or only part of your claim is entitled to priority.		THIS SPACE IS FOR COURT USE ONLY
<b>8. Credits:</b> The amount of all payments on this claim has been credited and deducted for the purpose of making this proof of claim.		
<b>9. Supporting Documents:</b> Attach copies of supporting documents, such as promissory notes, purchase orders, invoices, itemized statements of running accounts, contracts, court judgments, mortgages, security agreements, and evidence of perfection of lien. DO NOT SEND ORIGINAL DOCUMENTS. If the documents are not available, explain. If the documents are voluminous, attach a summary.		
<b>10. Date-Stamped Copy:</b> To receive an acknowledgment of the filing of your claim, enclose a stamped, self-addressed envelope and copy of this proof of claim		
Date <u>7/28/06</u>	Sign and print the name and title, if any, of the creditor or other person authorized to file this claim (attach copy of power of attorney, if any): <u>M. Galt</u>	

Penalty for presenting fraudulent claim: Fine of up to \$500,000 or imprisonment for



054464006073100000000104

**EXHIBIT A TO  
ASSIGNMENT OF CLAIM**

**EVIDENCE OF TRANSFER OF CLAIM**

**TO: THE DEBTOR AND THE BANKRUPTCY COURT**

For value received, the adequacy and sufficiency of which are hereby acknowledged, **TEXTRON INC.** ("Assignor") hereby unconditionally and irrevocably sells, transfers and assigns to **SPCP GROUP, L.L.C.**, as agent for Silver Point Capital Fund, L.P. and Silver Point Capital Offshore Fund, Ltd., ("Assignee") all of its right, title, interest, claims and causes of action in and to, or arising under or in connection with, the accounts receivable of Assignor set forth on Exhibit B hereto in the aggregate amounts of US \$5,430,121.66 and CDN \$19,168.31 (the "Assigned Claim"), against Delphi Automotive Systems LLC, a wholly-owned subsidiary of Delphi Corp. ("Debtor"), the debtor-in-possession in Case No. 05-44481 (the "Case") under Chapter 11 of the Bankruptcy Code (11 U.S.C. § 101 et. seq.) (the "Bankruptcy Code") in the United States Bankruptcy Court for the Southern District of New York (the "Bankruptcy Court"), and any and all proofs of claim filed by Assignor with the Bankruptcy Court in respect of the foregoing claim.

Assignor hereby waives any objection to the transfer of the Assigned Claim to Assignee on the books and records of the Debtor and the Bankruptcy Court, and hereby waives to the fullest extent permitted by law any notice or right to a hearing as may be imposed by Rule 3001 of the Federal Rules of Bankruptcy Procedure, the Bankruptcy Code, applicable local bankruptcy rules or applicable law. Assignor acknowledges and understands, and hereby stipulates, that an order of the Bankruptcy Court may be entered without further notice to Assignor transferring to Assignee the foregoing claim and recognizing the Assignee as the sole owner and holder of the Assigned Claim. Assignor further directs the Debtor, the Bankruptcy Court and all other interested parties that all further notices relating to the Assigned Claim, and all payments or distributions of money or property in respect of claim, shall be delivered or made to the Assignee.

IN WITNESS WHEREOF, this Evidence of Transfer of Claim is executed on June 9, 2006

**TEXTRON INC.**

By: 

Name: John R. Curran

Title: Vice President – Mergers & Acquisitions

Copy of Exhibit B to Assignment of Claims Agreement FINAL.xls

Texttron Fastening Systems  
Delphi Bankruptcy Claim

<u>Plant</u>	<u>Net Open Invoices</u>
PFPD	1,101,037.66
Elco HQ (Logansport)	1,208,615.71
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Decorah	106,301.89
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Belvedere (Taptite)	972,733.57
Spencer (TEP)	454,076.27
Rochester (Torx)	393,189.59
Total - US	<u><u>\$ 5,430,121.66</u></u>
Gananoque - CDN \$	<u><u>19,168.31</u></u>

# 14147

FORM B10 (Official Form 10) (04/05)

UNITED STATES BANKRUPTCY COURT <u>Southern</u> DISTRICT OF <u>New York</u>		PROOF OF CLAIM
Name of Debtor <u>Delphi Automotive Systems LLC</u>	Case Number <u>05-44640</u>	Claim #14147 USBC SDNY Delphi Corporation, et al. 05-44481 (RDD)  <b>Received</b> <b>AUG 09 2006</b> <b>Kutzman Carson</b> THIS SPACE IS FOR COURT USE ONLY
NOTE: This form should not be used to make a claim for an administrative expense arising after the commencement of the case. A "request" for payment of an administrative expense may be filed pursuant to 11 U.S.C. § 503.		
Name of Creditor (The person or other entity to whom the debtor owes money or property): <u>SPLP Group, LLC, as assignee of:</u> <u>Textron Fastening Systems, Inc.</u>	<input checked="" type="checkbox"/> Check box if you are aware that anyone else has filed a proof of claim relating to your claim. Attach copy of statement giving particulars. <input type="checkbox"/> Check box if you have never received any notices from the bankruptcy court in this case. <input checked="" type="checkbox"/> Check box if the address differs from the address on the envelope sent to you by the court.	
Name and address where notices should be sent: <u>Two Greenwich Plaza, 1st Floor</u> <u>Greenwich, CT 06830</u> <u>Attn: Brian Jarman</u> <u>e-mail: bjarman@silverpointcapital.com</u> <u>Telephone number: (203) 542-4032</u>	Account or other number by which creditor identifies debtor:	Check here <input type="checkbox"/> replaces if this claim <input type="checkbox"/> amends a previously filed claim, dated: _____
<b>1. Basis for Claim</b> <input checked="" type="checkbox"/> Goods Sold / Services Performed <input type="checkbox"/> Customer Claim <input type="checkbox"/> Date Stamped Copy Returned <input type="checkbox"/> Taxes <input checked="" type="checkbox"/> No self addressed stamped envelope <input type="checkbox"/> Money Loaned <input type="checkbox"/> No copy to return <input type="checkbox"/> Personal Injury <input type="checkbox"/> Other _____ <input type="checkbox"/> Retiree benefits as defined in 11 U.S.C. § 1114(a) <input type="checkbox"/> Wages, salaries, and compensation (fill out below) Last four digits of SS #: _____ Unpaid compensation for services performed from _____ to _____ (date) (date)		
<b>2. Date debt was incurred:</b> <u>2004-2005</u>		<b>3. If court judgment, date obtained:</b>
<b>4. Total Amount of Claim at Time Case Filed:</b> \$ <u>5,430,121.66</u> (unsecured) (secured) (priority) (Total) If all or part of your claim is secured or entitled to priority, also complete Item 5 or 7 below. <input type="checkbox"/> Check this box if claim includes interest or other charges in addition to the principal amount of the claim. Attach itemized statement of all interest or additional charges.		
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<b>10. Date-Stamped Copy:</b> To receive an acknowledgment of the filing of your claim, enclose a stamped, self-addressed envelope and copy of this proof of claim		
Date <u>7/28/06</u>	Sign and print the name and title, if any, of the creditor or other person authorized to file this claim (attach copy of power of attorney, if any): <u>[Signature]</u>	

Penalty for presenting fraudulent claim: Fine of up to \$500,000 or imprisonment for \_\_\_\_\_



054464006073100000000096

**EXHIBIT A TO  
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**EVIDENCE OF TRANSFER OF CLAIM**

**TO: THE DEBTOR AND THE BANKRUPTCY COURT**

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IN WITNESS WHEREOF, this Evidence of Transfer of Claim is executed on June 2, 2006

**TEXTRON INC.**

By: 

Name: John R. Curran

Title: Vice President - Mergers & Acquisitions

Copy of Exhibit B to Assignment of Claims Agreement FINAL.xls

Texttron Fastening Systems  
Delphi Bankruptcy Claim

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Belvedere (Taptite)	972,733.57
Spencer (TEP)	454,076.27
Rochester (Torx)	393,189.59
Total - US	<u><u>\$ 5,430,121.66</u></u>
Gananoque - CDN \$	<u><u>19,168.31</u></u>

**EXHIBIT B**

**EVIDENCE OF TRANSFER OF CLAIM**

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

-----X  
In re:

Delphi Automotive Systems, LLC,

Debtors.

:  
:  
:  
: Chapter 11  
: Case No. 05-44481  
: (Jointly Administered)  
:  
:  
-----X

**TO: THE DEBTOR AND THE BANKRUPTCY COURT**

For value received, the adequacy and sufficiency of which are hereby acknowledged, **SPCP GROUP, L.L.C., as Agent for Silver Point Capital Fund, L.P. and Silver Point Capital Offshore Fund Ltd. ("Assignor")**, as assignee of Textron Inc., hereby unconditionally and irrevocably sells, transfers and assigns to Goldman Sachs Credit Partners L.P. ("**Assignee**") all of its right, title, interest, claims and causes of action in and to, or arising under or in connection with, its general unsecured claim (as such term is defined in Section 101(5) of the U.S. Bankruptcy Code) in the total amount of \$ U.S. \$5,430,121.66 and CDN \$19,168.31 against Delphi Automotive Systems, LLC or any one of its operating subsidiaries, the debtor-in-possession in the chapter 11 reorganization case entitled, *In re: Delphi Automotive Systems, LLC*, Chapter 11 Case, Case No. 05-44481 pending in the United States Bankruptcy Court for the Southern District of New York (the "**Bankruptcy Court**"), and any and all proofs of claim assigned to Assignor by the original owner thereof and any and all notices of Evidence of Transfer filed by Assignor with the Bankruptcy Court in respect of the foregoing claim, particularly Proof of Claim Nos. 14144, 14145 and 14147.

Assignor hereby waives any objection to the transfer of the Assigned Claim to Assignee on the books and records of the Debtor and the Bankruptcy Court, and hereby waives to the fullest extent permitted by law any notice or right to a hearing as may be imposed by Rule 3001 of the Federal Rules of Bankruptcy Procedure, the Bankruptcy Code, applicable local bankruptcy rules or applicable law. Assignor acknowledges and understands, and hereby stipulates, that an order of the Bankruptcy Court may be entered without further notice to Assignor transferring to Assignee the foregoing claim and recognizing the Assignee as the sole owner and holder of the Assigned Claim, Assignor further directs the Debtor, the Bankruptcy Court and all other interested parties that all further notices relating to the Assigned Claim, and all payments or distributions of money or property in respect of claim, shall be delivered or made to the Assignee.

*(The remainder of this page is left blank intentionally. The signatures follow on next page.)*

IN WITNESS HEREOF, this EVIDENCE OF TRANSFER OF CLAIM IS  
EXECUTED THIS 5<sup>th</sup> day of October, 2006

*6th*

**SPCP GROUP, L.L.C., AS AGENT FOR SILVER  
POINT CAPITAL FUND, L.P. AND SILVER  
POINT CAPITAL OFFSHORE FUND LTD.**

By: \_\_\_\_\_

Name:

*Michael A. Gatto*

Title:

Authorized Signatory

*(S)*

**GOLDMAN SACHS CREDIT PARTNERS L.P.**

By: \_\_\_\_\_

Name:

Title:

IN WITNESS WHEREOF, this EVIDENCE OF TRANSFER OF CLAIM IS  
EXECUTED THIS 5<sup>th</sup> day of October, 2006  
bm

**SPCP GROUP, L.L.C., AS AGENT FOR SILVER  
POINT CAPITAL FUND, L.P. AND SILVER  
POINT CAPITAL OFFSHORE FUND LTD.**

By: \_\_\_\_\_  
Name:  
Title:

**GOLDMAN SACHS CREDIT PARTNERS L.P.**

By: Jennifer Canu  
Name: Jennifer Canu  
Title: Authorized Signatory

**EXHIBIT C**

Address for Notices:

Goldman Sachs Credit Partners L.P.  
c/o Goldman, Sachs & Co.  
30 Hudson, 17th Floor  
Jersey City, NJ 07302  
Attention: Pedro Ramirez  
Telephone: (917) 343-8319  
Fax: (212) 428-1243

Wire Instructions:

Citibank N.A.  
New York, New York  
ABA No.: 021000089  
Acct. No.: 40717188  
Acct. Name: Goldman Sachs Credit Partners L.P.  
Reference: Delphi Trade Claim from SPCP  
Attention: Bank Loan Operations – Philip F. Green